

RICHARDS KIBBE & ORBE LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 530-1800
Facsimile: (212) 530-1801
Joon P. Hong
Neil S. Binder

Attorneys for Morgan Stanley & Co. International plc

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

_____	x	
In Re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026 (REG)
	:	
	:	Jointly Administered
	:	
Debtors.	:	
_____	x	

**JOINDER AND RESERVATION OF RIGHTS OF MORGAN STANLEY & CO.
INTERNATIONAL PLC TO RESPONSE OF CERTAIN NOTEHOLDERS IN
OPPOSITION TO OFFICIAL COMMITTEE OF UNSECURED CREDITORS'
FIRST AMENDED OBJECTION TO CLAIMS FILED BY GREEN HUNT
WEDLAKE, INC. AND NOTEHOLDERS OF GENERAL MOTORS
NOVA SCOTIA FINANCE COMPANY AND MOTION FOR OTHER RELIEF**

Morgan Stanley & Co. International plc ("Morgan Stanley Int'l"), by and through its undersigned counsel, submits this joinder and reservation of rights to the response dated December 13, 2010 (the "Noteholders' Response") [Docket No. 8084], filed by Appaloosa Management L.P., Aurelius Capital Management, LP, Elliott Management Corporation, and Fortress Investment Group LLC in opposition to the Official Committee of Unsecured Creditors' First Amended Objection to Claims Filed By Green Hunt Wedlake, Inc. and Noteholders of General Motors Nova Scotia Finance Company and Motion for Other Relief (the "Claims Objection").

Morgan Stanley Int'l currently holds both (i) the 8.375% Guaranteed Notes due December 7, 2015 (the "2015 Notes") and (ii) the 8.875% Guaranteed Notes due July 10, 2023 (the "2023 Notes"; and together with the 2015 Notes, the "Notes"). The Notes were issued by General Motors Nova Scotia Finance Company and guaranteed by Motors Liquidation Company, f/k/a General Motors Corporation.

Morgan Stanley Int'l has reviewed the Noteholders' Response to the Claims Objection and agrees with and joins in the arguments set forth in the Noteholders' Response. For the reasons set forth in the Noteholders' Response, the Guaranty Claims¹ and the Wind-Up Claim are separate, non-duplicative claims that should be allowed in full by the Court. Accordingly, Morgan Stanley Int'l respectfully requests that the Court overrule the Claims Objection and allow the Guaranty Claims and the Wind-Up Claim as filed.

Morgan Stanley Int'l expressly reserves its right to supplement and amend this response and reserves all other rights, remedies, claims and defenses at law or in equity.

Dated: New York, New York
December 17, 2010

RICHARDS KIBBE & ORBE LLP

/s/ Joon P. Hong

Joon. P. Hong

Neil S. Binder

One World Financial Center

New York, New York 10281

Telephone: (212) 530-1800

Facsimile: (212) 530-1801

¹ Capitalized terms not otherwise defined herein shall have the meaning set forth in the Noteholders' Response.